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. мау 5, 2000

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WRITER'S DIRECT DIAL

Federal Communications Commission 1270 Fairfield Road Gettysburg, PA 17325-7245

Re: Neoworld License Holdings, Inc.

**Updated FCC Form 602: FCC Ownership Disclosure Information for the Wireless Telecommunications Services** 

To whom it may concern:

On behalf of Neoworld License Holdings, Inc., we filed an amended FCC Form 602 on April 26, 2000. Because this form was not filed subject to a Commission deadline and has not appeared on Public Notice, it may be amended as a matter of right pursuant to section 1.927(a) of the Commission's Rules. Accordingly, we are attaching an amended version of this submission. Please discard the Form 602 filed on April 26, 2000 and replace it with the attached materials. For the Commission's convenience, we have attached a narrative description of the information contained in the form as well as a list of the changes made to the April 26 version.

Should any questions arise with respect to this filing, kindly contact the undersigned.

Sincerely,

Lizaleth R. Sachs

**Enclosures** 

## FCC Ownership Disclosure Information for the Wireless Telecommunications Services

Approved by OMB 3060 - 0799 See instructions for public burden estimate

Applicant/Licensee Information			
1) First Name (if individual):	MI:	Last Name:	suffix
2) Applicant <b>Name</b> (if entity):		3) Applicant TIN:	
NEOWORLD LICENSE HOLDINGS, INC.			
Related FCC Regulated Businesses of Applicant/Lice	ensee		
4a) Name and address of all FCC Regulated Businesses owned by Applicant/Licensee (use additional sheets, if necessary):	Prid	AD ACK TIN:	4d) Percent of Interest Held:
		MAY 1 0 2000	
		Licensing & Technical Analysis Branch	
	,		
Signature 5) Tvoed or Printed Name of Partv Authorized lo Sian			
First Name: BRIAN	MI: D	Last Name: MCAULEY	Suffix:
Title: PRESIDENT		734567	
Signature:		Date:	5/5/00
Failure To Sign This Application May Result In Dismissal Of The Ap	plication Ar	nd Forfeiture Ot Any Fees Paid	
WILLFUL FALSE STATEMENTS MADE ON THIS FORM OR ANY Section 1001) An': 'D/OR REVOCATION OF ANY STATION LICENSE O (U.S. Code, Title 47, Section 503).	ATTACHME R CONSTRU	NTS ARE PUNISH&@ FINE AND ON IMPRISONMENT (U.S. C ICTION PERMIT (U.S. Color, This 47, Section 312(a)(i)). AND/OI	code, Title <sup>18</sup> , R FORFEITURE

38-00

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## FCC Ownership Disclosure Information for the Wireless Telecommunications Services

### **Schedule for Disclosable Interest Holders**

Approved by OMB

3060 -0799

See instructions for public burden estimate

Disclosable Interest Holder Information (complete as many as required to describe all disclosable interest holders)

1) Disclosable Interest Holder's First Name (if in	dividual): -	MI:	Last Name:		suffix:	
Disclosable Interest Holder's Name (if entity):     Neoworld. Inc.		-		3) Disclosable Interest Holder's T	IN:	
4) Disclosable Interest Holder's Address: 1515 Broad Street, Bloomfield, NJ 07003						
5) Type of Interest in Applicant ( <b>D</b> ) (refer to Instructions for list)	Disclosable Interest Holder is a(n): ( C )     (refer to instructions for list of codes):			7) Percent of Interest Held in Applicant: 100%		
8) Disclosable Interest Holder's Type of Ownership (refer to instructions for list):  O - The Applicant is a wholly-owned subsidiary of this entity.  9) Disclosable Interest Holder's Country of Citizenship: USA  USA						
10) Relationship Description (if the discloseable interest holder is an indirect owner, list path of ownership from indirect owner to the applicant):  The Applicant is a wholly-owned subsidiary of this entity.						

Related FCC Regulated Businesses of Disclos	sable interest Holders (repeat it	n each interest holder lut	siillieu)
IIa)  Name and address of all FCC Regulated Businesses owned by Disclosable Interest Holder listed in #3 (use additional sheets, if necessary):	11b) Principal Business:	IIc) TIN:	IId) Percent of Interest Held:
Neoworld License Holdings, inc. 1515 Broad Street, Bloomfield, NJ 07003	Telecommunications		100%
8° <b>%</b>			

1) Disclosable Interest Holders First Name (if individual):

2) Disclosable Interest Holder's Name (if entity):

4) Disclosable Interest Holder's Address:

Neoworld Holdings, LLC

## FCC Ownership Disclosure Information for the Wireless Telecommunications Services

### **Schedule for Disclosable Interest Holders**

Last Name:

Approved by OMB 3060 -0799 See instructions for public burden estimate

Suffix:

ble interest Holder's TIN:

Disclosable Interest Holder Information (complete as many as required to describe all disclosable interest holders)

1515 Broad Street, Bloomfield, NJ 07003					
5) Type of Interest in Applicant ( I ) (refer to Instructions for list)			Holder is a(n): ( M ) for list of codes):	7) Percent of Interest H N/A	eld in Applicant:
8) Disclosable Interest Holder's Type of Ownership (refer to instructions for list):		9) Disclosable Interest Holder's Country of Citizenship: USA			
10) Relationship Description (if the discloseab Applicant is a wholly-owned subsidiary of					
elated FCC Regulated Businesses	of Disclos	able Intere	st Holders (repeat	for each interest holde	er identified)
Name and address of all FCC Regulated B owned by Disclosable Interest Holder listed additional sheets, if necessary):	usinesses in <b>#3</b> (use	Prin	IIb) cipal Business:	IIc) TIN:	IId) Percent of Interest Held:
None					
~v ,					

1) Disclosable Interest Holder's First Name (if individual): -

## FCC Ownership Disclosure Information for the Wireless Telecommunications Services

Approved by OMB

3060 -0799

See instructions for public burden estimate

### Schedule for Disclosable Interest Holders

Last Name:

Disclosable Interest Holder Information (complete as many as required to describe all disclosable interest holders)

2) Disclosable Interest Holders Name (if entity): Madison Dearborn Partners (Madison Dearbor Special Equity III, LP, Special Advisors Fund I	artners III,	LP, Madison Dearborn	3) Disclosable Interest Holde N/A	ər's TIN:	
4) Disclosable Interest Holders Address: Three First National Plaza • Suite 3600, Chicag	o, IL 60602				
5) Type of Interest in Applicant ( I ) (refer to Instructions for list)  6) Disclosable Interest (refer to instructions				7) Percent of Interest Held i 21%	n Applicant:
8) Disclosable Interest Holders Type of Ownership (refer to instructions for list):  0 - Membership interest in Neoworld Holdings, LLC  9) Disclosable Interest Holder's Country of Citizenship: USA					p:
10) Relationship Description (if the discloseable in Membership interest in Neoworld Holdings, LL					he applicant):
Litelated FCC Regulated Businesses of	Disclosa	ble Intere	est Holders (repeat fo	or each interest holder id	entified)
Name and address of <b>all</b> FCC Regulated Businesses owned by Disclosable interest Holder listed in #3 (use additional sheets, if <b>necessary</b> ):		Prii	IIb) ncipal Business:	IIc) TIN:	IId) Percent of Interest Held:
This entity is a large institutional investor with a broad range of investments in the telecommunications industry. This institutional investor will not be involved in the day-today management decisions of the applicant. This investor is in the process of confirming that it does not have a controlling interest in any FCC-regulated company. If we are notified of any such interest, we will supplement this form accordingly.					

## FCC Ownership Disclosure Information for the Wireless Telecommunications Services

### Schedule for Disclosable Interest Holders

Approved by OMB 3060 -0799 See instructions for public burden estimate

Disclosable Interest Holder's First-Name (	if individual):	MI:	Last Name:		suffix:
Disclosable Interest Holder's Name (if enti- First Union Capital Partners, LLC	ity):		-	3) Disclosable Interest Holder's T	Į. IN:
4) Disclosable Interest Holder's Address: One First Union Center - 5 <sup>th</sup> Floor I301 Sou	uth College Street	, Charlo	otte, NC 28288-0732		
5) Type of Interest in Applicant ( I ) (refer to Instructions for list)		6) Disclosable Interest Holder is a(n): ( <b>M</b> ) (refer to instructions for list of codes):		7) Percent of Interest Held in App 13.6 %	olicant:
8) Disclosable Interest Holder's Type of Own (refer to instructions for list):  7 - Membership interest in Neoworld Holding (Neoworld Holding)  8) Disclosable Interest Holder's Type of Own (refer to instructions)  9) Own (refer to instructions)	·		9) Disclosable Interest USA	Holder's Country of Citizenship:	
10) Relationship Description (if the discloseab Membership interest in Neoworld Holdings					pplicant):

II a )  Name and address of all FCC Regulated Businesses owned by Disclosable Interest Holder listed in #3 (use additional sheets, if necessary):	IIb) Principal Business:	11c) TIN:	IId) Percent of Interest Held:
This entity is a large institutional investor with a broad range of investments in the telecommunications industry. This institutional investor will not be involved in the day-today management decisions of the applicant. This investor is in the process of confirming that it does not have a controlling interest in any FCC-regulated company. If we are notified of any such interest, we will supplement this form accordingly.			

## FCC Ownership Disclosure Information for the Wireless Telecommunications Services

3060 -0799
See instructions for public burden estimate

Approved by OMB

#### Schedule for Disclosable Interest Holders

Disclosable Interest Holder Information (complete as many as required to describe all disclosable interest holders)

1) Disclosable Interest Holders First Name (if inc	dividual):	MI:	Last Name:		Suffix:
2) Disclosable Interest Holders Name (if entity): Goldman Sachs & Co. (GS Capital Partners III, L Goldman, Sachs & Co. Verwaltungs GmbH, St Special Opportunities Fund 2000, LP, Bridge S	3) Disclosable Interest Holder's TI N/A	N:			
4) Disclosable Interest Holder's Address: 85 Broad Street, New York, NY 10004					
5) Type of Interest in Applicant ( I ) (refer to Instructions for list)	Disclosable Interest Holder is a(n): ( C )     (refer to instructions for list of codes):		( ) ( )	7) Percent of Interest Held in App 13.6%	licant:
8). Disclosable Interest Holders Type of Ownership (refer to instructions for list): 0 - Membership interest in Neoworld Holdings, LLC		9) Disclosable Interest USA	Holder's Country of Citizenship:		
10) Relationship Description (if the discloseable interest holder is an indirect owner, list path of ownership from indirect owner to the applicant):  Membership interest in Neoworld Holdings, LLC, which is the parent of Neoworld. Inc. which is the parent of Applicant.					

related FCC Regulated Businesses of Disclosable Interest Holders (repeat for each interest Holder Identified)					
Name and address of all FCC Regulated Businesses owned by Disclosable Interest Holder listed in #3 (use additional sheets, if necessary):	IIb) Principal Business:	IIc) TIN:	IId) Percent of Interest Held:		
This entity is a large institutional investor with a broad range of investments in the telecommunications industry. This institutional investor will not be involved in the day-today management decisions of the applicant. This investor is in the process of confirming that it does not have a controlling interest in any FCC-regulated company. If we are notified of any such interest, we will supplement this form accordingly.					

## FCC Ownership Disclosure Information for the Wireless Telecommunications Services

Approved by OMB 3060 -0799 See instructions for public burden estimate

#### **Schedule for Disclosable Interest Holders**

Disclosable Interest Holder Information (complete as many as required to describe all disclosable interest holders)

Disclosable Interest Holders First Name (if in	• •	MI:	Last Name:		suffix:
2) Disclosable Interest Holders Name (if entity): Sevin Rosen Fund VI, LP, Sevin Rosen VI Affiliates Fund, LP, Sevin Rosen Fund VII, LP, Sevin Rosen VII Affiliates Fund, LP (collectively "Sevin Rosen Funds")  3) Disclosable Interest Holder's TIN NIA					
Disclosable Interest Holder's Address:     Two Galleria Tower I 13455 Noel Road - Suite	1670 LV24, Dal	las, TX	75240		
5) Type of Interest in Applicant ( I ) (refer to Instructions for list)	Disclosable Interest Holder is a(n): ( L )     (refer to instructions for list of codes):		·	7) Percent of Interest Held in Applicant: NIA	
8) Disclosable Interest Holders Type of Ownership				Holder's Country of Citizenship:	
10) Relationship Description (if the discloseable interest holder is an indirect owner, list path of ownership from indirect owner to the applicant):  Membership interest in Neoworld Holdings, LLC, which is the parent of Neoworld, Inc. which is the parent of Applicant.					
Related FCC Regulated Businesses of	Disclosable	Intere	est Holders (repeat fo	or each interest holder identifi	ed)

IIa)  Name and address of all FCC Regulated Businesses owned by Disclosable Interest Holder listed in #3 (use additional sheets, if necessary):	IIb) Principal Business:	IIc) TIN:	IId) Percent of interest Held:
This entity is a large institutional investor with a broad range of investments in the telecommunications industry. This institutional investor will not be involved in the day-today management decisions of the applicant. This investor is in the process of confirming that it does not have a controlling interest in any FCC-regulated company. If we are notified of any such interest, we will supplement this form accordingly.			

Brian

1) Disclosable Interest Holders First Name (if individual):

2) Disclosable Interest Holders Name (if entity):

4) Disclosable Interest Holder's Address:

## FCC Ownership Disclosure Information for the Wireless Telecommunications Services

3060 -0799 See instructions for public burden estimate

suffix:

3) Disclosable Interest Holder's TIN:

N/A

Approved by OMB

#### Schedule for Disclosable Interest Holders

Last Name:

McAuley

Disclosable Interest Holder Information (complete as many as required to describe all disclosable interest holders)

MI:

D

do Neoworld, Inc., 1515 Broad Street, Bloomfi	eld, NJ 0	7003			
5) Type of Interest in Applicant ( I,O,R ) (refer to Instructions for list)			Holder is a(n): ( I ) for list of codes):	7) Percent of Interest Held N/A	in Applicant:
8) Disclosable Interest Holder's Type of Ownership (refer to instructions for list): <b>N/A</b>			N/A9) Disclosable Inter USA	est Holders Country of Citiz	enship:
10) Relationship Description (if the discloseable in President, Director of Applicant; Member of Ne Applicant					
Related FCC Regulated Businesses of	Disclos	sable Interes	st Holders (repeat fo	or each interest holder i	dentified)
Name and address of all FCC Regulated Busin owned by Disclosable Interest Holder listed in # additional sheets, if necessary):	inesses Princ		IIb) ipal Business:	IIc) TIN:	IId) Percent of Interest Held:
None					
*					

# FCC Ownership Disclosure Information for the Wireless Telecommunications Services

### **Schedule for Disclosable Interest Holders**

Approved by OMB 3060 -0799 See instructions for public burden estimate

visclosable Interest Holder Information (complete as many as required to describe all disclosable interest holders)						
Disclosable Interest Holders First Name (if in Andrew	dividual):	MI:	Last Name: Daskalakis	suffix:		
2) Disclosable Interest Holders Name (if entity):				3) Disclosable Interest Holders T N/A	IN:	
4) Disclosable Interest Holders Address: c/o Neoworld, Inc., 1515 Broad Street, Bloomfield, NJ 07003						
5) Type of Interest in Applicant ( <b>O,R</b> ) (refer to Instructions for list)	Disclosable Interest Holder is a(n): ( I )     (refer to instructions for list of codes):		. ,	7) Percent of Interest Held in Applicant: N/A		
8) Disclosable Interest Holders Type of Ownersh (refer to instructions for list): <b>N7A</b>	ype of Ownership		9) Disclosable Interest Holders Country of Citizenship: USA			
10) Relationship Description (if the discloseable interest holder is an indirect owner, list path of ownership from indirect owner to the applicant):  Senior Vice President, Chief Technical Officer and Director of Applicant; Member of Neoworld Holdings, LLC, the parent of Neoworld, Inc.  Neoworld, Inc. is the parent of the Applicant						

IIa)  Name and address of all FCC Regulated Businesses owned by Disclosable Interest Holder listed in #3 (use additional sheets, if necessary):	11b) Principal Business:	11c) TIN:	11d) Percent of Interest Held:
AMK International, Inc.	Telecommunications		100%
Mobilecall, Inc.	Telecommunications		85 %
Five Apples, Inc.	Telecommunications		57.125 %

Stanley

1) Disclosable Interest Holder's First Name (if individual):

2) Disclosable Interest Holder's Name (if entity):

## FCC Ownership Disclosure Information for the Wireless Telecommunications Services

### Schedule for Disclosable Interest Holders

Last Name:

De Cosmo

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suffix:

3) Disclosable Interest Holder's TIN:

N/A

Disclosable Interest Holder Information (complete as many as required to describe all disclosable interest holders)

4) Disclosable Interest Holder's Address: 2440 Cross Creek Lane, Escondido, CA 92025				
	sclosable Interest efer to instructions	Holder is a(n): ( I ) for list of codes):	7) Percent of Interest Held in N/A	n Applicant:
8) Disclosable Interest Holder's Type of Ownership (refer to instructions for list):  N7A		9) Disclosable Interest Holder's Country of Citizenship: USA		
10) Relationship Description (if the discloseable interest Senior Vice President Indirect Distribution of Applications is the parent of the Applicant	holder is an indire ant; Member of N	ct owner, list path of own leoworld Holdings, LLC,	ership from indirect owner to the the parent of Neoworld, Inc.	ne applicant): Neoworld, Inc.
Related FCC Regulated Businesses of Disc	losable Intere	st Holders (repeat fo	or each interest holder ide	entified)
Name and address of all FCC Regulated Businesses owned by Disclosable Interest Holder listed in #3 (use additional sheets, if necessary):		IIb) cipal Business:	IIc) TIN:	IId) Percent of Interest Held:
S A DeCosmo	Telecommun	ications		100%
de la companya de la				

# FCC Ownership Disclosure Information for the Wireless Telecommunications Services

Approved by OMB 3060 -0799 See instructions for public burden estimate

#### **Schedule for Disclosable Interest Holders**

n (complete :	as mar	ny as required to desc	ribe all disclosable interest ho	olders)
dividual):	MI:	Last Name: Loyd		suffix:
			3) Disclosable Interest Holder's T	IN:
eld, NJ 07003				
Disclosable Interest Holder is a(n): ( I )     (refer to instructions for list of codes):		` , ` ,	7) Percent of Interest Held in Applicant: NIA	
nip		9) Disclosable Interest USA	Holders Country of Citizenship:	
	eld, NJ 07003  6) Disclosable (refer to in	eld, NJ 07003  6) Disclosable Interes (refer to instruction	eld, NJ 07003  6) Disclosable Interest Holder is a(n): (I) (refer to instructions for list of codes):  9) Disclosable Interest USA	eld, NJ 07003  6) Disclosable Interest Holder is a(n): (I) (refer to instructions for list of codes):  7) Percent of Interest Held in App NIA

IIa)  Name and address of all FCC Regulated Businesses owned by Disclosable Interest Holder listed in #3 (use additional sheets, if necessary):	IIb) Principal Business:	IIc) TIN:	IId) Percent of Interest Held:
None			

James

1) Disclosable Interest Holders First Name (if individual):

2) Disclosable Interest Holders Name (if entity):

4) Disclosable Interest Holder's Address:

## FCC Ownership Disclosure Information for the Wireless Telecommunications Services

Approved by OMB 3060 -0799 See instructions for public burden estimate

suffix:

Jr.

3) Disclosable Interest Holder's TIN:

N/A

### Schedule for Disclosable Interest Holders

Last Name:

Perry

Disclosable Interest Holder Information (complete as many as required to describe all disclosable interest holders)

MI:

N

c/o Madison Dearborn Partners, Three First National Plaza - Suite 3600, Chicago, IL 60602

5) Type of Interest in Applicant ( R ) (refer to Instructions for list)		sclosable Interest Holder is a(n): ( I ) efer to instructions for list of codes):  7) Percent of interest Held in Applicant: N/A			n Applicant:
8) Disclosable Interest Holders Type of Ownership (refer to instructions for list):  N/A  9) Disclosable Interest Holders Country of Citizenship: USA					p:
10) Relationship Description (if the discloseable in Director of Applicant	nterest hole	der is an indired	ct owner, list path of own	ership from indirect owner to t	he applicant):
Related FCC Regulated Businesses of  11a)  Name and address of all FCC Regulated Busines owned by Disclosable Interest Holder listed in #  'additional sheets, if necessary):	nesses		st Holders (repeat for IIb) cipal Business:	or each interest holder ich	entified)  IId)  Percent of Interest Held:
None					

## FCC Ownership Disclosure Information for the Wireless Telecommunications Services

Approved by OMB 3060 4799 See instructions for public burden estimate

#### Schedule for Disclosable Interest Holders

Disclosable Interest Holder Information	n (complete	as man	y as required to desc	ribe all disclosable interest ho	olders)
1) Disclosable Interest Holders First-Name (if incomposition Douglas	dividual):	MI: C	Last Name: Grissom	Suffix:	
2) Disclosable Interest Holders Name (if entity):				3) Disclosable Interest Holder's TI N/A	N:
Disclosable Interest Holder's Address:     c/o Madison Dearborn Partners, Three First Na	ational Plaza • :	Suite 36	00. Chicago, IL 60602		
5) Type of Interest in Applicant ( R ) (refer to Instructions for list)	Disclosable Interest Holder is a(n): ( I )     (refer to instructions for list of codes):		` , ` ,	7) Percent of Interest Held in App N/A	licant:
8) Disclosable Interest Holder's Type of Ownersh (refer to instructions for list):  N/A	nip		9) Disclosable Interest USA	Holders Country of Citizenship:	
10) Relationship Description (if the discloseable in Director of Applicant	nterest holder is	an indir	ect owner, list path of own	ership from indirect owner to the ap	plicant):

# FCC Ownership Disclosure Information for the Wireless Telecommunications Services

Approved by OMB 3060 -0799 See instructions for public burden estimate

### Schedule for Disclosable Interest Holders

Disclosable Interest Holder Informatio     Disclosable Interest Holder's First Name (if in David		MI:	Last Name: Pearson	THE CONTROL OF THE CONTROL OF THE	suffix:
2) Disclodable Interest Holders Name (if entity):				3) Disclosable Interest Holder's T	IN:
4) Disclosable Interest Holders Address: do Goldman, Sachs & Co., 85 Broad Street, No.	ew York, NY 10	0004			
5) Type of Interest in Applicant ( R ) (refer to Instructions for list)	Disclosable Interest Holder is a(n): ( I )     (refer to instructions for list of codes):		` ' ` '	7) Percent of Interest Held in App N/A	licant:
8) Disclosable Interest Holder's Type of Ownersh (refer to instructions for list):	nip		9) Disclosable Interest USA	Holders Country of Citizenship:	
10) Relationship Description (if the discloseable in Director of Applicant	nterest holder is	an indi	rect owner, list path of own	ership from indirect owner to the ap	plicant):

Related FCC Regulated Busiliesses of Disclos	sable interest floracis (repeat re	odominio od nolaci idi	or rained)
IIa) Name and address of all FCC Regulated Businesses owned by Disclosable Interest Holder listed in #3 (use additional sheets, if necessary):	IIb) Principal Business:	11c) TIN:	IId) Percent of Interest Held.
None			

Watts

1) Disclosable Interest Holders First Name (if individual):

# FCC Ownership Disclosure Information for the Wireless Telecommunications Services

3060 -0799 See instructions for public burden estimate

Suffix:

Approved by OMB

#### Schedule for Disclosable Interest Holders

Last Name:

Hamrick

		•
Disclosable Interest Holder Information	(complete as many as required to	describe all disclosable interest holders)

				<u> </u>
2) Disclosable interest Holder's Name (if entity):	3) Disclosable Interest Holder's TIN: N/A		older's TIN:	
Disclosable Interest Holders Address:     do First Union Capital Partners, One First Union	n Center - 5 <sup>th</sup> Floor	/ 301 South College Stree	t, Charlotte, NC 28288-0732	!
5) Type of Interest in Applicant ( R ) (refer to Instructions for list)	6) Disclosable Interest Holder is a(n): ( I ) (refer to instructions for list of codes): 7) Percent N/A		7) Percent of Interest Hel	d in Applicant:
8) Disclosable Interest Holders Type of Ownershi (refer to instructions for list): N7A	ship 9) Disclosable Interest Holder's Country of Citizenship: USA			ship:
10) Relationship Description (if the discloseable int Director of Applicant				
Name and address of all FCC Regulated Busine owned by Disclosable Interest Holder listed in #3 additional sheets. if necessary):	esses P	1 lb) rincipal Business:	IIc) TIN:	IId) Percent of Interest Held:
None				

## FCC Ownership Disclosure Information for the Wireless Telecommunications Services

Approved by OMB 3060 -0799 See instructions for public burden estimate

### **Schedule for Disclosable Interest Holders**

Disclosable Interest Holder Informatio	n (complete	as mar	by as required to desc	cribe all disclosable interest h	olders)
1) Disclosable Interest Holders First Name (if in	dividual): -	MI:	Last Name:		Suffix:
2) Disclosable Interest Holder's Name (if entity): Northwood Ventures, LLC (Northwood Capital	Partners, LLC	·) .		3) Discbsable Interest Holder's T N/A	IN:
Disclosable Interest Holders Address:     485 Underhill Boulevard - Suite 205, Syosset,	NY 11791				
5) Type of Interest in Applicant ( I ) (refer to Instructions for list)	6) Disclosable Interest Holder is a(n): ( <b>M</b> ) (refer to instructions for list of codes):		` , ` ,	7) Percent of Interest Held in App N/A	olicant:
8) Disclosable Interest Holder's Type of Ownersh (refer to instructions for list):  O - Membership interest in Neoworld Holdings			9) Disclosable Interest N/A	Holders Country of Citizenship:	
10) Relationship Description (if the discloseable in Member of Neoworld Holdings, LLC, the parent			•		plicant):

II a )  Name and address of all FCC Regulated Businesses owned by Disclosable Interest Holder listed in #3 (use additional sheets, if necessary):	IIb) Principal Business:	IIc) TIN:	IId) Percent of Interest Held:
N/A			
~·,			

# FCC Ownership Disclosure Information for the Wireless Telecommunications Services

Approved by OMB 3060 -0799 See instructions for public burden estimate

### **Schedule for Disclosable Interest Holders**

Disclosable Interest Holder Info	formation (complete as many	y as required to describe a	Il disclosable interest holders)
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Disclosable Interest Holder's First Name (if inchenry	dividual):	MI: T	Last Name: Wilson	suffix:		
2) Disclosable Interest Holders Name (if entity):			3) Disclosable Interest Holder's TI N/A	N:		
4) Disclosable Interest Holders Address: do Northwood Ventures, LLC, 485 Underhill Boulevard - Suite 205, Syosset, NY 11791						
5) Type of Interest in Applicant ( I ) (refer to Instructions for list)	Disclosable Interest Holder is a(n): ( I )     (refer to instructions for list of codes):			7) Percent of Interest Held in App NIA	licant:	
8) Disclosable Interest Holder's Type of Ownership (refer to instructions for list):  G Membership interest in Neoworld Holdings, LLC			9) Disclosable Interest Holder's Country of Citizenship: N/A			
10) Relationship Description (if the discloseable interest holder is an indirect owner, list path of ownership from indirect owner to the applicant):  Member of Neoworld Holdings, LLC, the parent of Neoworld, Inc. Neoworld, Inc. is the parent of the Applicant.						

Related FCC Regulated Businesses of Disclosable Interest Holders (repeat for each interest Holder identified)							
1 la)  Name and address of all FCC Regulated Businesses owned by Disclosable Interest Holder listed in #3 (use additional sheets, if necessary):	IIb) Principal Business:	11c) TIN:	IId) Percent of Interest Held:				
NIA							

1) Disclosable Interest Holder's First Name (if individual):

2) Disclosable Interest Holder's Name (if entity):

## FCC Ownership Disclosure Information for the Wireless Telecommunications Services

**Schedule for Disclosable Interest Holders** 

Last Name:

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suffix:

3j Disclosable Interest Holder's TIN:

Disclosable Interest Holder Information (complete as many as required to describe all disclosable interest holders)

Hunt Financial Corporation (The Lafayette Inv	N/A					
4) Disclosable Interest Holder's Address: 1445 Ross Avenue - 21st Floor, Dallas, TX 752	02					
5) Type of Interest in Applicant ( I ) (refer to Instructions for list)	Disclosable Interest Holder is a(n): ( C )     (refer to instructions for list of codes):			7) Percent of Interest Held NIA	in Applicant:	
8) Disclosable Interest Holder's Type of Owners (refer to instructions for list):  O -Membership interest in Neoworld Holding	N/A			Holder's Country of Citizenship:		
10) Relationship Description (if the discloseable i Member of Neoworld Holdings, LLC, the pare					the applicant):	
Related FCC Regulated Businesses of	f Disclos	sable Interes	st Holders (repeat fo	or each interest holder i	dentified)	
IIa) Name and address of all FCC Regulated Busin owned by Disclosable Interest Holder listed in additional sheets, if necessary):	s of all FCC Regulated Businesses ble Interest Holder listed in #3 (use		IIb) cipal Business:	IIc) TIN:	IId) Percent of Interest Held:	
N/A						

## FCC Ownership Disclosure Information for the Wireless Telecommunications Services

Approved by OMB 3060 -0799 See instructions for public burden estimate

### Schedule for Disclosable Interest Holders

<b>disclosable Interest Holder Information</b> (complete as many as required to describe all disclosable interest holders)						
Disclosable Interest Holder's First Name (if inc Fred	dividual):	MI:	Last Name: Oberstein		suffix:	
2) Disclosable Interest Holders Name (if entity):				3) Disclosable Interest Holder's TI N/A	N:	
4) Disclosable Interest Holder's Address: 20 Park Avenue -Apt. 15E, New York, NY 10016						
5) Type of Interest in Applicant ( I ) (refer to Instructions for list)	Disclosable Interest Holder is a(n): ( I )     (refer to instructions for list of codes):			7) Percent of Interest Held in App NIA	licant:	
8) Disclosable Interest Holders Type of Ownersh (refer to instructions for list):  • Membership interest in Neoworld Holdings	•		9) Disclosable Interest NIA	Holder's Country of Citizenship:		
10) Relationship Description (if the discloseable in Member of Neoworld Holdings, LLC, the parer					olicant):	

IIa)  Name and address of all FCC Regulated Businesses owned by Disclosable Interest Holder listed in #3 (use additional sheets, if necessary):	IIb) Principal Business:	IIc) TIN:	IId) Percent of Interest Held:
N/A			
			<b>,</b>

1) Disclosable Interest Holder's First Name (if individual):

J.P. Morgan Capital Corp. (Sixty Wall Street Fund, LP)

101 California Street - Suite 3800, San Francisco, CA

2) Disclosable Interest Holders Name (if entity):

4) Disclosable Interest Holders Address:

## FCC Ownership Disclosure Information for the Wireless Telecommunications Services

### Schedule for Disclosable Interest Holders

Last Name:

Approved by OMB 3060 -0799 See instructions for public burden estimate

suffix:

3) Disclosable Interest Holder's TIN:

Disclosable Interest Holder Information (complete as many as required to describe all disclosable interest holders)

5) Type of Interest in Applicant ( I ) (refer to Instructions'for list)			Holder is a(n): ( C ) for list of codes):	7) Percent of Interest Held N/A	in Aoolicant:	
8) Disclosable Interest Holders Type of Ownership(refer to instructions for list): 0 - Membership interest in Neoworld Holdings, LLC			9) Disclosable Interest Holders Country of Citizenship: N/A			
10) Relationship Description (if the discloseable in Member of Neoworld Holdings, LLC, the pare	ent of Neov	vorld, Inc. Neo	world, Inc. is the paren	t of the Applicant.		
lelated FCC Regulated Businesses of	f Disclos	sable Interes	st Holders (repeat fo	or each interest holder i	dentified)	
1 la)  Name and address of all FCC Regulated Businesses owned by Disclosable Interest Holder listed in #3 (use additional sheets, if necessary):		IIb) Principal Business:		IIc) TIN:	IId) Percent of Interest Held:	
N/A						
*						

1) Disclosable Interest Holder's First Name (if individual):

Boston Millennia Partners (Boston Millennia Partners II, Boston Millennia Partners II-A,

2) Disclosable Interest Holder's Name (if entity):

Boston Millennia Associates II Partnership)

4) Disclosable interest Holder's Address:

## FCC Ownership Disclosure Information for the Wireless Telecommunications Services

Approved by OMB 3060 -0799 See instructions for public burden estimate

Suffix:

3) Disclosable Interest Holder's TIN:

N/A

### Schedule for Disclosable Interest Holders

Last Name:

Disclosable Interest Holder Information (complete as many as required to describe all disclosable interest holders)

30 Rowes Wharf, Boston, MA 02110					
5) Type of Interest in Applicant ( I ) (refer to Instructions for list)	Disclosable Interest Holder is a(n): ( G (refer to instructions for list of codes):			7) Percent of Interest Held N/A	in Applicant:
8) Disclosable Interest Holder's Type of Ownership  — (refer to instructions for list):  0 - Membership interest in Neoworld Holdings, LLC		9) Disclosable Interest Holder's Country of Citizenship: N/A			
10) Relationship Description (if the discloseable in Member of Neoworld Holdings, LLC, the parent					the applicant):
Related FCC Regulated Businesses of	Disclos	sable Interes	st Holders (repeat f	or each interest holder in	dentified)
IIa) Name and address of all FCC Regulated Busir owned by Disclosable Interest Holder listed in # additional sheets, if necessary):	IIa) s of all FCC Regulated Businesses Prin ple Interest Holder listed in #3 (use		IIb) cipal Business:	IIc) TIN:	11d) Percent of Interest Held:
N/A					
<i>*</i>					
			_		FCC 602 Schedule

1) Disclosable Interest Holder's First Name (if individual):

## FCC Ownership Disclosure Information for the Wireless Telecommunications Services

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3060 -0799
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public burden estimate

suffix:

#### **Schedule for Disclosable Interest Holders**

Last Name:

Disclosable Interest Holder Information (complete as many as required to describe all disclosable interest holders)

2) Disclosable Interest Holders Name (if entity): Rho Management Trust I				3) Disclosable Interest H	Holder's TIN:	
l) Disclosable Interest Holders Address: 152 West 57 <sup>th</sup> Street - 23'd Floor, New York, NY	10019					
5) Type of Interest in Applicant ( I ) (refer to Instructions for list)	6) Disclosable Interest Holder is a(n): ( 0 ) (refer to instructions for list of codes):			7) Percent of Interest Held in Applicant: NIA		
Disclosable Interest Holders Type of Ownersh     (refer to instructions for list):     Membership interest in Neoworld Holdings			9) Disclosable Interest	: Holders Country of Citize	nship:	
Relationship Description (if the discloseable in fember of Neoworld Holdings, LLC, the paren					to the applicant):	
elated FCC Regulated Businesses of	Disclosab	le Intere	est Holders (repeat	for each interest holde	r identified)	
IIa) Name and address of all FCC Regulated Busin owned by 'Disclosable Interest Holder listed in # additional sheets, if necessary):		Prir	IIb) ncipal Business:	IIc) TIN:	11d) Percent of Interest Held:	
N/A						
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				1		

## FCC Ownership Disclosure Information for the Wireless Telecommunications Services

#### Schedule for Disclosable Interest Holders

Approved by OMB
3060 -0799
See instructions for
public burden estimate

Disclosable Interest Holder Information (complete as many as required to describe all disclosable interest holders) 1) Disclosable Interest Holders First Name (if individual): MI: Last Name: suffix: 2) Disclosable Interest Holders Name (if entity): 3) Disclosable interest Holder's TIN: Revocable Trust of Jack Markell dated 7/9/97 N/A 4) Disclosable Interest Holder's Address: Three Guyenne Road, Wilmington, DE 19807 5) Type of Interest in Applicant ( I ) 6) Disclosable Interest Holder is a(n): (0) 7) Percent of Interest Held in Applicant: (refer to Instructions for list) (refer to Instructions-for list of codes): N/A 8) Disclosable Interest Holders Type of Ownership 9) Disclosable Interest Holder's Country of Citizenship: (refer to instructions for list): 0 - Membership interest in Neoworld Holdings, LLC 10) Relationship Description (if the discloseable interest holder is an indirect owner, list path of ownership from indirect owner to the applicant): Member of Neoworld Holdings, LLC, the parent of Neoworld, Inc. Neoworld, Inc. is the parent of the Applicant.

IIa) Name and address of all FCC Regulated Businesses owned by Disclosable interest Holder listed in #3 (use additional sheets, if necessary):	IIb) Principal Business:	IIc) TIN:	11d) Percent of Interest Held:
N/A			
<b>*</b> ***********************************			

### FCC Ownership Disclosure Information for the **Wireless Telecommunications Services**

#### Schedule for Disclosable Interest Holders

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Disclosable Interest Holder Information (complete as many as required to describe all disclosable interest holders)

1) Disclosable Interest Holder's First Name (if inc	dividual):	MI:	Last Name:		suffix:
2) Disclosable Interest Holders Name (if entity): Columbia Capital Equity Partners (QP), LP, Co "Columbia Capital")	ners, LLC (collectively	3) Disclosable Interest Holder's TI N/A	N:		
Disclosable Interest Holders Address:     North Union Street -Suite 300, Alexandria,	VA 22314				
5) Type of Interest in Applicant ( I ) (refer to Instructions for list)	6) Disclosable Interest Holder is a(n): ( <b>L,M</b> ) (refer to instructions for list of codes):			7) Percent of Interest Held in App N/A	licant:
8) Disclosable Interest Holder's Type of Ownership (refer to instructions for list):  0 - Membership interest in Neoworld Holdings, LLC			9) Disclosable Interest Holders Country of Citizenship: N/A		
10) Relationship Description (if the discloseable in Member of Neoworld Holdings, LLC, the parer					plicant):

IIa)  Name and address of all FCC Regulated Businesses owned by Disclosable Interest Holder listed in #3 (use additional sheets, if necessary):	IIb) Principal Business:	11c) TIN:	IId) Percent of Interest Held:
NIA			
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Jackie

1) Disclosable Interest Holder's First Name (if individual):

### FCC Ownership Disclosure Information for the **Wireless Telecommunications Services**

#### **Schedule for Disclosable Interest Holders**

Last Name:

Kimrey

Disclasable Interest Holder Information (complete as many as required to describe all disclosable interest holders) MI:

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suffix:

2) Disclosable Interest Holder's Name (if entity):				3) Disclosable Interest Holder's TIN: N/A	
Disclosable Interest Holder's Address:     c/o The Sevin Rosen Funds, Two Galleria Tow	er I 13455	Noel Road - S	Suite 1670, Dallas, TX 7	5240	
5) Type of Interest in Applicant ( R,I ) (refer to Instructions for list)			Holder is a(n): ( I ) for list of codes):	7) Percent of Interest Held in NIA	n Applicant:
8) Disclosable Interest Holder's Type of Ownersh (refer to instructions for list):  0 - Membership interest in Neoworld Holdings	9) Disclosable Interest N/A	Holder's Country of Citizenship	):		
10) Relationship Description (if the discloseable in Director of Applicant; Member of Neoworld Ho					
Related FCC Regulated Businesses of	Disclos	sable Interes	st Holders (repeat f	or each interest holder ide	entified)
IIa)  Name and address of all FCC Regulated Busir owned by Disclosable Interest Holder listed in # additional sheets, if necessary):		IIb) esses Principal Business:		IIc) TIN:	IId) Percent of Interest Held:
None					
~.					

1) Disclosable Interest Holder's First Name (if individual):

# FCC Ownership Disclosure Information for the Wireless Telecommunications Services

#### Schedule for Disclosable Interest Holders

MI: Last Name:

Disclesable Interest Holder Information (complete as many as required to describe all disclosable interest holders)

Approved by OMB 3060 -0799 See instructions for public burden estimate

Disclosable Interest Holders Name (if enti- Centerpoint Venture Fund II, LP	Disclosable Interest Holders Name (if entity):     Centerpoint Venture Fund II, LP			3) Disclosable Interest Hold N/A	ders TIN:
Disclosable Interest Holder's Address:     6601 North Capital of Texas Highway - Buil	ding 2 / Suite	e 225, Austin, 1	TX 78731		
5) Type of Interest in Applicant ( I ) (refer to Instructions for list)	,		Holder is a(n): ( <b>L )</b> for list of codes):	7) Percent of Interest Held N/A	in Applicant:
8) Disclosable Interest Holders Type of Own (refer to instructions for list): 0 - Membership interest in Neoworld Holdi	·	9) Disclosable Interest N/A	Holder's Country of Citizensh	ip:	
10) Relationship Description (if the discloseab Member of Neoworld Holdings, LLC, the page 10).					the applicant):
Related FCC Regulated Businesses	of Disclo	sable Intere	st Holders (repeat f	or each interest holder id	entified)
Name and address of all FCC Regulated B owned by Disclosable Interest Holder listed additional sheets, if necessary):		Prin	IIb) cipal Business:	IIc) TIN:	IId) Percent of Interest Held:
N/A					
**					

# FCC Ownership Disclosure Information for the Wireless Telecommunications Services

### **Schedule for Disclosable Interest Holders**

Approved by OMB 3060 -0799 See instructions for public burden estimate

Disclosable Interest Holder Information (complete as many as required to describe all disclosable interest holders)

1) Disclosable Interest Holder's First Name (if in	idividual):	MI:	Last Name:		suffix:
2) Disclosable Interest Holder's Name (if entity): Noro-Mosley Partners IV, LP				3) Disclosable Interest Holder's N/A	TIN:
4) Disclosable interest Holder's Address: 4200 Northside Parkway - Building 9, Atlanta,	GA 30327				
5) Type of Interest in Applicant ( I ) (refer to Instructions for list)			t Holder is a(n): ( L ) s for list of codes):	7) Percent of Interest Held in A	Applicant:
8) Disclosable Interest Holder's Type of Ownership (refer to instructions for list):  0 - Membership interest in Neoworld Holdings, LLC  9) Disclosable Interest Holder's Country of Citizenship: N/A					
10) Relationship Description (if the discloseable interest holder is an indirect owner, list path of ownership from indirect owner to the applicant):  Member of Neoworld Holdings, LLC, the parent of Neoworld, Inc. Neoworld, Inc. is the parent of the Applicant.					
lelated FCC Regulated Businesses of	Disclosable	e Inter	est Holders (repeat f	or each interest holder iden	tified)
IIa) Name and address of all FCC Regulated Busin owned by Disclosable interest Holder listed in additional sheets, if necessary):		Pri	IIb) ncipal Business:	IIc) TIN:	IId) Percent of Interest Held:
N/A					
,					
			au ope		

## FCC Ownership Disclosure Information for the Wireless Telecommunications Services

### Schedule for Disclosable Interest Holders

Approved by OMB 3060 -0799 See instructions for public burden estimate

Disclosable Interest Holder Information (complete as many as required to describe all disclosable interest holders)

1) Disclosable Interest Holder's First Name (if individual):

MI: Last Name: suffix:

Disclosable Interest Holder's First Name (if inc.)	dividual):	MI:	Last Name:		suffix:	
Disclosable Interest Holders Name (if entity):     AMP Nominees Limited		•		3) Disclosable Interest Holders TIN: N/A		
Disclosable Interest Holder's Address:     Finsbury Avenue, London, EC2M 2PA						
5) Type of Interest in Applicant ( I ) (refer to Instructions for list)			t Holder is a(n): ( 0 ) s for list of codes):	7) Percent of Interest Held in Ap N/A	pplicant:	
8) Disclosable Interest Holders Type of Ownership (refer to instructions for list): 0 - Membership interest in Neoworld Holdings, LLC  9) Disclosable Interest Holder's Country of Citizenship: N/A						
10) Relationship Description (if the discloseable in Member of Neoworld Holdings, LLC, the parer					ipplicant):	
Related FCC Regulated Businesses of	Disclosable	Inter	est Holders (repeat fo	or each interest holder ident	fied)	
IIa) Name and address of all FCC Regulated Busin owned by Disclosable Interest Holder listed in # additional sheets, if necessary):	nesses 3 (use	Pr	IIb) ncipal Business:	IIc) TIN:	IId) Percent of Interest Held:	
N/A						
**						

## FCC Ownership Disclosure Information for the Wireless Telecommunications Services

#### **Schedule for Disclosable Interest Holders**

Approved by OMB 3060 -0799 See instructions for public burden estimate

Disclosable Interest Holder Information (complete as many as required to describe all disclosable interest holders)

1) Disctosable Interest Holders First Name (if in Chris	dividual): MI:	Last Name: Blair	suffix:
2) Disclosable interest Holders Name (if entity):	·		3) Disclosable Interest Holder's TIN: N/A
Disclosable Interest Holder's Address:     do Blair Asset Management, 5 Greenwich Offi	ce Park - 4 <sup>th</sup> Floor, Gree	enwich, CT	
5) Type of Interest in Applicant ( I ) (refer to Instructions for list)	6) Disclosable Interest Holder is a(n): ( I ) (refer to instructions for list of codes):  7) Percent of Interest Held in Appli NIA		
8) Disclosable Interest Holders Type of Ownersh (refer to instructions for list):  0 - Membership interest in Neoworld Holdings	•	9) Disclosable Interest N/A	Holders Country of Citizenship:
10) Relationship Description (if the discloseable in Member of Neoworld Holdings, LLC, the paren			

Related FCC Regulated Businesses of Disclos	sable interest floracis (repeat re	a cacrimerest noider ide	entined)
IIa)  Name and address of all FCC Regulated Businesses owned by Disclosable Interest Holder listed in #3 (use additional sheets, if necessary):	IIb) Principal Business:	11c) TIN:	IId) Percent of Interest Held:
N/A			
The second of th			
	s the control of the		

0 - Membership interest in Neoworld Holdings, LLC

## FCC Ownership Disclosure Information for the Wireless Telecommunications Services

#### Schedule for Disclosable Interest Holders

Approved by OMB 3060 -0799 See instructions for public burden estimate

Disclosable Interest Holder Information (complete as many as required to describe all disclosable interest holders) 1) Disclosable Interest Holder's First Name (if individual): MI: Last Name: suffix: Gildea Eileen 2) Disclosable Interest Holders Name (if entity): 3) Disclosable Interest Holders TIN: N/A 4) Disclosable Interest Holder's Address: c/o Neoworld, Inc., 1515 Broad Street, Bloomfield, NJ 07003 6) Disclosable Interest Holder is a(n): ( I ) 5) Type of Interest in Applicant ( I ) 7) Percent of Interest Held in Applicant: (refer to Instructions for list) (refer to instructions for list of codes): N/A 8) Disclosable Interest Holder's Type of Ownership 9) Disclosable Interest Holders Country of Citizenship: (refer to instructions for list): N/A

10) Relationship Description (if the discloseable interest holder is an indirect owner, list path of ownership from indirect owner to the applicant): Member of Neoworld Holdings, LLC, the parent of Neoworld, Inc. is the parent of the Applicant.

Related 1 CC Regulated Dusinesses of Disclos	sable interest riolacie (repeat re		si i i i i i i i i i i i i i i i i i i
IIa)  Name and address of all FCC Regulated Businesses owned by Disclosable Interest Holder listed in #3 (use additional sheets, if necessary):	11b) Principal Business:	IIc) TIN:	IId) Percent of Interest Held:
N/A			
***			
	•		

# FCC Ownership Disclosure Information for the Wireless Telecommunications Services

Approved by OMB 3060 -0799 See instructions for public burden estimate

### **Schedule for Disclosable Interest Holders**

Disclosable Interest Holder Information	(complete as ma	iny as required to describe	all disclosable interest holders

Disclosable Interest Holder's First Name (if in Orhan	dividual):	MI: S	Last Name: Khan		suffix:
2) Disclosable Interest Holder's Name (if entity):				3) Disclosable Interest Holder's TI N/A	N:
4) Disclosable Interest Holder's Address: do ADI Corporation, 41 Binney Lane, Old Greenwich, CT					
5) Type of interest in Applicant ( I ) (refer to Instructions for list)	Disclosable Interest Holder is a(n): ( I )     (refer to instructions for list of codes):		` , ` ,	7) Percent of Interest Held in Applicant: NIA	
Ö) Disclosable Interest Holder's Type of Ownership (refer to instructions for list):     O - Membership interest in Neoworld Holdings, LLC		9) Disclosable Interest Holder's Country of Citizenship: N/A			
10) Relationship Description (if the discloseable interest holder is an indirect owner, list path of ownership from indirect owner to the applicant):  Member of Neoworld Holdings, LLC, the parent of Neoworld. Inc. Neoworld, Inc. is the parent of the Applicant.					

Name and address of all FCC Regulated Businesses owned by Disclosable Interest Holder listed in #3 (use additional sheets, if necessary):	IIb) Principal Business:	IIc) TIN:	IId) percent of Interest Held:
N/A			
*.			

# FCC Ownership Disclosure Information for the Wireless Telecommunications Services

### Schedule for Disclosable Interest Holders

I lisclosable Interest Holder Information (complète as many as required to describe all disclosable interest holders)

Approved by OMB 3060 -0799 See instructions for public burden estimate

1) Disclosable Interest Holder's First Name (if inc Steve	lividual):	MI:	Last Name: Mills		suffix:
2) Disclosable interest Holder's Name (if entity):				3) Disclosable Interest Holde N/A	r's TIN:
4) Disclosable Interest Holders Address: c/o Neoworld, Inc., 1515 Broad Street, Bloomfie	eld, NJ 07003				
5) Type of Interest in Applicant ( I ) (refer to Instructions for list)			Holder is a(n): ( I ) s for list of codes):	7) Percent of Interest Held in N/A	Applicant:
8) Disclosable Interest Holders Type of Ownersh (refer to instructions for list):  0 • Membership interest in Neoworld Holdings.	•		9) Disclosable Interest N/A	Holders Country of Citizenship	X.
10) Relationship Description (if the discloseable in Member of Neoworld Holdings, LLC, the paren	nt of Neoworld,	, Inc. Ne	oworld, Inc. is the parer	nt of the Applicant.	
Name and address of all FCC Regulated Businesses of owned by Disclosable Interest Holder listed in #3 additional sheets, if necessary):	esses		IIb) ncipal Business:	IIc) TIN:	IId) Percent of Interest Held:
N/A					
· ************************************					

William

1) Disclosable Interest Holder's First Name (if individual):

2) Disclosable Interest Holders Name (if entity):

## FCC Ownership Disclosure Information for the Wireless Telecommunications Services

### Schedule for Disclosable Interest Holders

Last Name:

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suffix:

3) Disclosable Interest Holder's TIN:

Disclosable Interest Holder Information (complete as many as required to describe all disclosable interest holders)

<ul> <li>4) Disclosable Interest Holders Address:</li> <li>do First Union Securities, 12 East 49<sup>th</sup> Street - 2</li> </ul>	6 <sup>th</sup> Floor, New York, N	Y 10017			
5) Type of Interest in Applicant ( I ) (refer to Instructions for list)		riclosable Interest Holder is a(n): ( I )  ofer to instructions for list of codes):  7) Percent of Interest Held in Applicant:  N/A			
8)* Disclosable Interest Holder's Type of Ownership (refer to instructions for list):  0 - Membership interest in Neoworld Holdings, LLC  9) Disclosable Interest Holder's Country of Citizenship: NIA					
10) Relationship Description (if the disdoseable inte Member of Neoworld Holdings, LLC. the parent				o the applicant):	
Related FCC Regulated Businesses of I	Disclosable Intere	st Holders (repeat fo	or each interest holder	identified)	
1 la)		IIb) cipal Business:	IIc) TIN:	Percent of Interest Held:	
N/A					
~,					

# FCC Ownership Disclosure Information for the Wireless Telecommunications Services

Approved by OMB 3060 -0799 See instructions for public burden estimate

#### **Schedule for Disclosable Interest Holders**

Disclosable Interest Holder Informatio	n (complete	as mai	ny as required to desc	cribe all disclosable interest he	olders)
Disclosable Interest Holders First Name (if in Nathan	dividual):	MI:	Last Name: Gantcher		suffix:
2) Disclosable Interest Holders Name (if entity):				3) Disclosable Interest Holder's T	IN:
4) Disclosable Interest Holder's Address: 65 East 55th Street - 30th Floor, New York, NY	10022				
5) Type of Interest in Applicant ( I ) (refer to Instructions for list)	Disclosable Interest Holder is a(n): ( I )     (refer to instructions for list of codes):			7) Percent of Interest Held in Applicant: N/A	
8) Disclosable Interest Holder's Type of Ownersh '(refer to instructions for list):  0 - Membership interest in Neoworld Holdings	•		9) Disclosable Interest N/A	Holders Country of Citizenship:	
10) Relationship Description (if the discloseable in Member of Neoworld Holdings, LLC, the paren			•	·	plicant):

IIa)  Name and address of all FCC Regulated Businesses owned by Disclosable Interest Holder listed in #3 (use additional sheets, if necessary):	IIb) Principal Business:	IIc) TIN:	IId) Percent of Interest Held:
N/A			
*.			

## FCC Ownership Disclosure Information for the Wireless Telecommunications Services

#### **Schedule for Disclosable Interest Holders**

Approved by OMB 3060 -0799 See instructions for public burden estimate

isclosable Interest Holder Informatio	n (complete	as mar	ny as required to desc	ribe all disclosable interest ho	olders)
1) Disclosable Interest Holder's First Name (if in	dividual):	MI:	Last Name:		suffix:
2) Disclosable Interest Holder's Name (if entity): Net Associates II				3) Disclosable Interest Holder's TIN/A	IN:
4) Disclosable Interest Holders Address: c/o Nathan Gantcher, 65 East 55 <sup>th</sup> Street - 30 <sup>th</sup> Floor, New York, NY 10022					
5) Type of Interest in Applicant ( I ) (refer to Instructions for list)	,		: Holder is a(n): ( ) s for list of codes):	7) Percent of Interest Held in App N/A	licant:
8) Disclosable Interest Holders Type of Ownersh (refer to instructions for list):  O - Membership interest in Neoworld Holdings			9) Disclosable Interest N I A	Holders Country of Citizenship:	
10) Relationship Description (if the discloseable interest holder is an indirect owner, list path of ownership from indirect owner to the applicant):  Member of Neoworld Holdings, LLC, the parent of Neoworld, Inc. Neoworld, Inc. is the parent of the Applicant.					

II a )  Name and address of all FCC Regulated Businesses owned by Disclosable Interest Holder listed in #3 (use additional sheets, if necessary):	IIb) Principal Business:	IIc) TIN:	IId) Percent of Interest Held:
N/A			
70° L			

## FCC Ownership Disclosure Information for the Wireless Telecommunications Services

#### Schedule for Disclosable Interest Holders

Approved by OMB 3060 -0799 See instructions for public burden estimate

visclosable Interest Holder Information (complete as many as required to describe all disclosable interest holders) 1) Disclosable Interest Holder's First Name (if individual): Last Name: 2) Disclosable Interest Holder's Name (if entity): 3) Disclosable Interest Holder's TIN: Brian D. McAuley Trust for the Benefit of Beth Kathtyn McAuley 4) Disclosable Interest Holder's Address: c/o Brian D. McAuley, 1515 Broad Street, Bloomfield, NJ 07003 5) Type of Interest in Applicant ( 0 ) 6) Disclosable Interest Holder is a(n): (0) 7) Percent of Interest Held in Applicant: (refer to Instructions for list) (refer to instructions for list of codes): N/A 8) Disclosable Interest Holder's Type of Ownership 9) Disclosable Interest Holder's Country of Citizenship: (refer to instructions for list): 0 - Membership interest in Neoworld Holdings, LLC 10) Relationship Description (if the discloseable interest holder is an indirect owner, list path of ownership from indirect owner to the applicant): Membership interest in Neoworld Holdings, LLC, the parent of Neoworld, Inc. Neoworld, Inc. is the parent of the Applicant.

IIa) Name and address of all FCC Regulated Businesses owned by Disclosable Interest Holder listed in #3 (use additional sheets, if necessary):	IIb) Principal Business:	IIc) TIN:	IId) Percent of Interest Held:
N/A			
~.			

# FCC Ownership Disclosure Information for the Wireless Telecommunications Services

#### **Schedule for Disclosable Interest Holders**

Approved by OMB 3060 -0799 See instructions for public burden estimate

Disclosable Interest Holder Information (complete as many as required to describe all disclosable interest holders)

Disclosable interest Holder informatio	n (complete	as mai	ry as required to desc	nde all disclosable interest n	Jiders)
1) Disclosable Interest Holder's First Name (if in	dividual): 🛕	MI:	Last Name:		Suffix:
2) Disclosable Interest Holder's Name (if entity):  Brian D. McAuley Trust for the Benefit of Christian Brian McAuley  3) Disclosable Interest Holder's TIN:  N/A					IN:
Disclosable Interest Holder's Address:     do Brian D. McAuley, 1515 Broad Street, Block	omfield, NJ 07	003			
5) Type of Interest in Applicant ( 0 ) (refer to Instructions for list)			t Holder is a(n): ( 0 ) s for list of codes):	7) Percent of Interest Held in App N/A	olicant:
8) Disclosable Interest Holder's Type of Ownership (refer to instructions for list):  O - Membership interest in Neoworld Holdings, LLC  9) Disclosable Interest Holder's Country of Citizenship: N/A					
10) Relationship Description (if the discloseable interest holder is an indirect owner, list path of ownership from indirect owner to the applicant): Membership interest in Neoworld Holdings, LLC, the parent of Neoworld. Inc. Neoworld, Inc. is the parent of the Applicant.					
Related FCC Regulated Businesses of	f Disclosab	le Inter	est Holders (repeat fo	or each interest holder identif	ied)
11a) Name and address of all FCC Regulated Busi	nesses	Pri	IIb) ncipal Business:	IIc) TIN:	IId) Percent of

Name and address of all FCC Regulated Businesses owned by Disclosable Interest Holder listed in #3 (use additional sheets, if necessary):	IIb) Principal Business:	IIc) TIN:	IId) Percent of Interest Held:
N/A			

## FCC Ownership Disclosure Information for the Wireless Telecommunications Services

Approved by OMB 3060 -0799 **See** instructions for public burden estimate

### Schedule for Disclosable Interest Holders

Disclosable Interest Holder Information (complete as many as required to describe all disclosable interest holders)

1) Disclosable Interest Holder's First @lame (if in	dividual): 🔪	MI:	Last Name.		Suffix:
Disclosable Interest Holder's Name (if entity):     Brian D. McAuley Trust for the Benefit of Tricia Florence McAuley			3) Disclosable Interest Holder's TI N/A	N:	
4) Disclosable Interest Holder's Address: do Brian D. McAuley, 1515 Broad Street, Bloomfield, NJ 07003					
5) Type of Interest in Applicant ( 0 ) (refer to Instructions for list)			t Holder is a(n): ( 0 ) s for list of codes):	7) Percent of Interest Held in App N/A	licant:
8) Disclosable Interest Holders Type of Ownersh (refer to instructions for list):  O- Membership interest in Neoworld Holdings	•		9) Disclosable Interest N/A	Holder's Country of Citizenship:	
10) Relationship Description (if the discloseable in Membership interest in Neoworld Holdings, LI					olicant):

Name and address of all FCC Regulated Businesses owned by Disclosable Interest Holder listed in #3 (use additional sheets, if necessary):	11b) Principal Business:	11c) TIN:	11d) Percent of Interest Held:
N/A			
**			

# FCC Ownership Disclosure Information for the Wireless Telecommunications Services

### Schedule for Disclosable Interest Holders

Approved by OMB 3060 -0799 See instructions for public burden estimate

visclosable Interest Holder Information (complete as many as required to describe all disclosable interest holders)						
1) Disclosable Interest Holders First Name (if inc	dividual):	MI:	Last Name:	Last Name:		
2) Disclosable interest Holder's Name (if entity): Brian D. McAuley Trust for the Benefit of Mary	Elizabeth <b>M</b> c <i>A</i>	Auley-		3) Disclosable Interest Holder's TI NIA	N:	
4) Disclosable tnterest Holders Address: c/o Brian D. McAuley, 1515 Broad Street, Bloomfield, NJ 07003						
5) Type of Interest in Applicant ( 0 ) (refer to Instructions for list)	6) Disclosable Interest Holder is a(n): ( 0 ) (refer to instructions for list of codes):			7) Percent of Interest Held in App N/A	licant:	
8) Disclosable Interest Holders Type of Ownersh (refer to instructions for list):  O- Membership interest in Neoworld Holdings	•		9) Disclosable Interest N/A	Holders Country of Citizenship:		
10) Relationship Description (if the discloseable interest holder is an indirect owner, list path of ownership from indirect owner to the applicant).  Membership interest in Neoworld Holdings, LLC, the parent of Neoworld, Inc. Neoworld, Inc. is the parent of the Applicant.						

Name and address of all FCC Regulated Businesses owned by Disclosable Interest Holder listed in #3 (use additional sheets, if necessary):	IIb) Principal Business:	11c) TIN:	IId) Percent of Interest Held:
N/A			
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### May 5, 2000 Changes to April 26, 2000 FCC Form 602: FCC Ownership Disclosure Information for the Wireless Telecommunications Services

### Neoworld License Holdings, Inc

- Amended item 7 on Schedule A for Madison Dearborn Partners to reduce its ownership percentage to 2 1%.
- Amended item 7 on Schedule A for First Union Capital Partners, LLC to reduce its ownership percentage to 13.6%.
- Amended item 7 on Schedule A for Goldman Sachs & Co. to reduce its ownership percentage to 13.6 %.
- Amended item 7 on Schedule A for the Seven Rosen Funds to reflect that its ownership interest is less than 10%.
- Amended Exhibit 1 to explain the unit composition of Neoworld, change the ownership percentages to reflect the ownership as if the Common Units were fully-diluted and to clarify the composition of Investor Equity and Management Equity.
- Amended Exhibit 2 to reflect the ownership of Neoworld as if the Common Units of the LLC were fully diluted.

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# FCC Form 602: FCC Ownership Disclosure Information for the Wireless Telecommunications Services

### Neoworld License Holdings, Inc.: Exhibit 1

Neoworld License Holdings, Inc. ("NLHI" or "Applicant"), a Delaware corporation, is a wholly-owned subsidiary of Neoworld, Inc., also a Delaware corporation. Both companies have their principal office located at 15 15 Broad Street, Bloomfield, New Jersey, 07003. Neoworld, Inc. is a wholly-owned subsidiary of Neoworld -Holdings, LLC ("Neoworld"), a Delaware limited liability company.

### Ownership of Neoworld

For the Commission's convenience, attached hereto as Exhibit 2 is an organizational diagram for Applicant.

The units issued in Neoworld, the ultimate parent company of the Applicant, include both Preferred Units and Common Units. Preferred Units are convertible at any time into Common Units. Neoworld's Limited Liability Company Agreement provides that acts by LLC Members holding a majority of the outstanding Common Units on a fully-diluted basis (i.e., with Preferred Units voting together with the Common Units on an as-if-converted basis as a single class) shall be the acts of the Members.

Assuming the Common Units were fully-diluted, there are three entities, all American companies, that hold ten percent (10%) or greater interests in Neoworld. Their identity and associated ownership percentage are as follows:

Ownership Percentage
21%
13.6%
13.6%

The remaining ownership (5 1.8%) of Neoworld is held by a number of unitholders among them the Sevin Rosen Funds, Columbia Capital; Hunt Financial Corporation; Northwood Ventures, LLC; and J.P. Morgan Capital Corp. None of these unitholders individually holds a ten percent (10%) or greater interest in Neoworld. Each member of Neoworld Holdings, LLC, regardless of its percentage interest, is identified on the Form 602 with a separate Schedule A for each.

### Management of Neoworld

Applicant's Board of Directors is comprised of the same individuals who are Members of Neoworld's Board of Managers, All such individuals are citizens of the United States.

Neoworld's Board of Managers include five representatives designated by Members holding or entitled to vote a majority of the Investor Equity held by all Members, *i.e.*, MDCP, Goldman Sachs, First Union and Sevin Rosen. Investor Equity constitutes the Preferred Units initially issued to the Investors. The two representatives to the Board of Managers designated by MDCP are James N. Perry, Jr. and Douglas C. Grissom. Goldman Sachs' designated representative is David Pearson. First Union's representative is Watts Hamrick and Seven Rosen's representative is Jackie Kimzey.

Additionally, Brian D. McAuley and Andrew Daskalakis are the two representatives to the Board of Managers designated by the Members holding or entitled to vote a majority of the Management Equity held by all Members. Management Equity includes the Preferred Units and Common Units issued pursuant to Senior Management Agreements.

There remain two representative seats which have not been designated. These two will be designated by mutual agreement of a majority of the Investor Representatives and the Management Representatives. Neoworld intends to seek representatives with substantial telecommunications experience who are unaligned with any competitive service providers, including any domestic cellular, PCS, digital or analog SMR, or paging operator.

Brian M. McAuley, who was a co-founder of Fleet Call, Inc., now Nextel, and was its President and CEO from 1987 to 1993, is President and CEO of Neoworld. The Vice President of Indirect Distribution is Stanley A. DeCosmo, formerly a Senior Vice President for Motorola, Inc. with twenty-seven years of management experience in radio communications businesses, including sales and distribution. Neoworld's Vice President of Technology is Andrew Daskalakis, a qualified senior engineering consultant with over thirty years of experience in developing and implementing wireless communications, including senior level positions with Bell Laboratories, Motorola, Inc. and one of the initial cellular operators in New York City.

### FCC-Regulated Businesses of Disclosable Interest Holders

As indicated on the Form 602, those entities that hold ten percent (10%) or greater interest in Neoworld are large institutional investors with a broad range of investments in the telecommunications industry. None of these investors will be involved in the day-to-day management decisions of Applicant. Applicant has requested from those entities and from the officers and directors of Neoworld all information necessary to complete the Form 602. The Form

602 and associated schedules reflect the responses received to date. Should Applicant receive data which substantially and significantly changes the information furnished in the Form, it will notify the Commission pursuant to FCC Rule Section 1.65.

Ownership Structure of Neoworld License Holdings, Inc.

First Union Capital Partners, LLC Madison Dearborn Partners

13.6%

Goldman Sachs & Co 13.6%

Various Members

None of which hold a 10% or greater interest

Neoworld Holdings, LLC

Neoworld, Inc. 100% Neoworld License Holdings, Inc.